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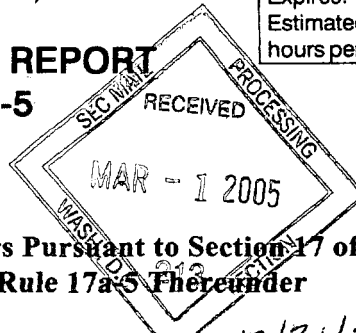
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## OMB APPROVAL

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ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III



## SEC FILE NUMBER

8-51213

## FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/2004 AND ENDING 12/31/2004  
MM/DD/YY MM/DD/YY

## A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Westchester Capital Planning, Inc

## OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM I.D. NO.

50 Main Street (Suite 1000)

(No. and Street)

White Plains, N.Y.

(City)

(State)

10606

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Michael Ross914-682-6809

(Area Code - Telephone Number)

## B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Melegnano Jeffrey

(Name - if individual, state last, first, middle name)

310 Harvard Building, SCARSDALE, N.Y. 10583

(Address)

(City)

(State)

(Zip Code)

## CHECK ONE:

☒ Certified Public Accountant☐ Public Accountant☐ Accountant not resident in United States or any of its possessions.

PROCESSED

APR 04 2005

## FOR OFFICIAL USE ONLY

THOMSON  
FINANCIAL

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

Potential persons who are to respond to the collection of  
information contained in this form are not required to respond  
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OATH OR AFFIRMATION

I, Michael Ross, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Westchester Capital Planning Inc., as of 31 December, 2004, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Signature

Title

Notary Public

MARK J. [unclear] President  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED IN ORANGE COUNTY  
REGISTRATION NO.: 01TR6055457  
COMMISSION EXPIRES FEBRUARY 26, 2007

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☒ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☒ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☒ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☒ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

WESTCHESTER CAPITAL PLANNING, INC.

AUDITED FINANCIAL STATEMENTS  
AND  
INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2004 and 2003

JEFFREY D. MELAGRANO, C.P.A., P.C.  
HARWOOD BUILDING  
SCARSDALE, NEW YORK 10583

Member  
NY State Society of CPAs

Telephone (914) 723-3400  
Facsimile (914) 723-8317

Independent Auditor's Report

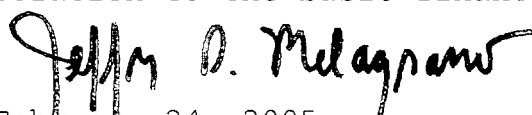
Board of Directors and Shareholders  
Westchester Capital Planning, Inc.

We have audited the accompanying balance sheets of Westchester Capital Planning, Inc. as of December 31, 2004 and 2003 and the related statements of income, accumulated deficit, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Westchester Capital Planning, Inc. as of December 31, 2004 and 2003 and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the accompanying schedule is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

  
February 24, 2005

**Westchester Capital Planning, Inc.**  
**Balance Sheet**

	December 31,	
	<u>2004</u>	<u>2003</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash - money market funds	\$8,734	\$523
Commissions receivable		
<b>Total Current Assets</b>	<b>8,734</b>	<b>523</b>
<b>Fixed Assets</b>		
Computer equipment	2,183	2,183
Accumulated depreciation	(1,560)	(1,123)
	623	1,060
<b>Other Assets</b>		
Investments		8,257
Security deposits	540	540
<b>Total other assets</b>	<b>540</b>	<b>8,797</b>
<b>TOTAL ASSETS</b>	<b>\$9,897</b>	<b>\$10,380</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>		
<b>Current Liabilities</b>		
Accrued expenses	\$2,000	\$2,589
<b>Stockholder's Equity</b>		
Common stock		
no par value, 200 shares authorized, issued, and outstanding	2,000	2,000
Additional paid in capital	18,422	18,422
Retained deficit	(12,525)	(12,631)
<b>Total Stockholder's Equity</b>	<b>7,897</b>	<b>7,791</b>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>\$9,897</b>	<b>\$10,380</b>

See notes to financial statements

**Westchester Capital Planning, Inc.**  
**Statement of Income and Retained Deficit**

	Years Ended December 31,	
	<u>2004</u>	<u>2003</u>
<b>Revenues</b>		
Commission income	\$216,690	\$87,520
Fee based income		2,700
Realized gain on security sale	4,862	
Interest and dividends	258	253
<b>Total Revenue</b>	<b>221,810</b>	<b>90,473</b>
<b>Expenses</b>		
Officer compensation	3,500	3,500
Payroll taxes	446	321
Auto expense	1,623	1,950
Depreciation expense	436	436
Licenses & registration	2,912	2,333
Supplies		182
Office expense		468
Legal and accounting	2,788	2,000
Rent and office services	4,739	5,117
NYS Franchise tax		100
Postage		655
Telephone	1,313	2,867
<b>Total operating expenses</b>	<b>17,757</b>	<b>19,929</b>
<b>Net Income</b>	<b>204,053</b>	<b>70,544</b>
Retained deficit beginning of year	(12,631)	(10,310)
Shareholder distributions	(203,947)	(72,865)
<b>Retained deficit end of year</b>	<b>(\$12,525)</b>	<b>(\$12,631)</b>

See notes to financial statements

**Westchester Capital Planning, Inc.**  
**Statement of Cash Flows**

	Years Ended December 31,	
	<u>2004</u>	<u>2003</u>
<b>Cash flows from operating activities:</b>		
Net income	\$204,053	\$70,544
Adjustment to reconcile net income to cash provided by operating activities:		
Depreciation	437	436
Receivables	0	338
Accounts payable	(589)	589
<b>Cash provided by operating activities</b>	<b>203,901</b>	<b>71,907</b>
<b>Cash flows from investing activities:</b>		
Fixed asset purchase	0	
Sale (purchase) of securities	8,257	(250)
<b>Cash (used) for investing activities</b>	<b>8,257</b>	<b>(250)</b>
<b>Cash flows from financing activities:</b>		
Shareholder distribution	(203,947)	(72,865)
<b>Cash (used) for financing activities</b>	<b>(203,947)</b>	<b>(72,865)</b>
Increase (Decrease) in cash for period	8,211	(1,208)
Cash - beginning of period	523	1,731
<b>Cash - end of period</b>	<b>\$8,734</b>	<b>\$523</b>

See notes to financial statements

WESTCHESTER CAPITAL PLANNING, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2004 and 2003

1 - Organization and Description of the Business

Westchester Capital Planning, Inc. (the "Company"), is a New York company, which provides financial services to investors.

2 - Summary of Significant Accounting Policies

The Company is on the accrual basis of accounting whereby income is recognized when earned and expenses are recognized when incurred.

3 - Investments

Investments are stated at cost. The fair market value of investments as of December 31, 2003 was \$11,557.

4 - Income Taxes

There is no provision for federal income taxes because the Company is organized as an S-corporation under federal tax law.

5 - Net Capital Requirements

As a registered broker-dealer, the Company is subject to the SEC's Uniform Net Capital Rule, which requires the maintenance of minimum net capital. At December 31, 2004 and 2003 the company was in compliance with its capital requirements and had excess net capital of \$1,559 and \$2,767 respectively as detailed on page 5.



**Westchester Capital Planning, Inc.**  
**Statement of Net Capital**

	Years Ended December 31,	
	<u>2004</u>	<u>2003</u>
Total assets	\$9,897	\$10,380
Adjustment to market for investments		3,320
Less: total liabilities	2,000	2,589
Net worth	7,897	11,111
Less: non allowable assets	1,163	1,600
Current capital	6,734	9,511
Less: haircuts	175	1,744
Net capital	6,559	7,767
Required net capital	5,000	5,000
Excess net capital	\$1,559	\$2,767
Aggregate indebtedness	\$2,000	\$2,589
Aggregate indebtedness to net capital	30.49%	33.33%

See notes to financial statements